

**STERLING DEFENDANTS' NOTICE OF MOTION
TO WITHDRAW THE REFERENCE OF THE ABOVE-CAPTIONED
ADVERSARY PROCEEDING TO THE BANKRUPTCY COURT**

TO THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK:

PLEASE TAKE NOTICE that defendants in the above-captioned adversary proceeding (“Sterling Defendants”) respectfully move the United States District Court for the Southern District of New York for entry of an order, pursuant to 28 U.S.C. § 157(d), Federal Rule of Bankruptcy Procedure 5011, and Rule 5011-1 of the Local Rules of the Bankruptcy Court, withdrawing the reference of the above-captioned adversary proceeding to the Bankruptcy Court for the reasons set forth in the accompanying Memorandum of Law and Declaration of Karen E. Wagner and exhibits thereto, which are hereby incorporated by reference.

The Sterling Defendants have made no prior request to this Court or to any other court for the relief requested by this Motion.

WHEREFORE, the Sterling Defendants respectfully request that the Court enter an order granting the relief requested herein, and such other and further relief as the Court deems just and appropriate.

Dated: New York, New York
May 26, 2011

DAVIS POLK & WARDWELL LLP

By: /s/ Karen E. Wagner

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